

**ATTACHMENT C**

**ARTICLES OF INCORPORATION AND  
CERTIFICATE TO TRANSACT BUSINESS IN ILLINOIS**

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 02, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

METRO TELECONNECT COMPANIES, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Kim Pizzingrilli*

Secretary of the Commonwealth

DPOS

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

36

METRO TELECONNECT COMPANIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2618575

MICROFILM NUMBER: 2000026

0710-0711

CHARLES E FRIEDMAN ESQ  
PO BOX 885  
HARRISBURG PA 17108-0885

MAR 30 2000

Microfilm Number \_\_\_\_\_

Filed with the Department of State, of

Entity Number 2618575

**Secretary of the Commonwealth**

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Cellular Rentals, Inc.
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>900 McCormick Road, Mechanicsburg, Pennsylvania 17055, Cumberland</u>				
	Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The **statute** by or under which it was incorporated is: 15 Pa. C. S. § 1306
4. The **date** of its incorporation is: January 25, 1995
5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

\_\_\_\_\_ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

X The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is changed to Metro Teleconnect Companies, Inc., and the Registered Office is changed to 2150 Herr Street, Harrisburg, Pennsylvania 17103, Dauphin County

       The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

BA DEPT. OF STATE

MAR 3 0 2000

## 8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28<sup>th</sup> day of March, 2000.

Cellular Rentals, Inc.

(Name of Corporation)

BY: Michael T. Aron

(Signature)

TITLE: President

C O M M O N W E A L T H   O F   P E N N S Y L V A N I A

D E P A R T M E N T   O F   S T A T E

FEBRUARY 02, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

METRO TELECONNECT COMPANIES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

*Kim D'Amico*

Secretary of the Commonwealth

DPOS

Microfilm Number \_\_\_\_\_

Filed with the Department of State of PENNSYLVANIA JAN 25 1996

Entity Number 2613575

Secretary of the Commonwealth

ACTING

## ARTICLES OF INCORPORATION

DSCB:15-1306 (Rev 89)

Indicate type of domestic corporation (check one):

- ☒ Business-stock (15 Pa. C.S. § 1306) ☐ Professional (15 Pa. C.S. § 2903)  
☐ Business-nonstock (15 Pa. C.S. § 2102) ☐ Management (15 Pa. C.S. § 2701)  
☐ Business-statutory close (15 Pa. C.S. § 2304a is applicable) ☐ Cooperative (15 Pa. C.S. § 7701)

1. The name of the corporation is: CELLULAR RENTALS INC.

This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

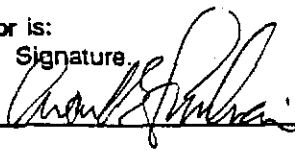
(a) 900 McCormick Road, Mechanicsburg PA 17055 Cumberland  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The aggregate number of shares authorized is: 10,000 non-voting common  
10,000 voting common (other provisions, if any, attach 8 1/2 x 11 sheet)

4. The name and address, including street and number, if any, of each incorporator is:

Name	Address	Signature	Date
Charles E. Friedman, Esq.	305 N. Front Street Harrisburg, PA 17108		1/23/95

5. The specified effective date, if any, is: \_\_\_\_\_  
month day year hour, if any

6. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

7. Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).

8. Business cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: \_\_\_\_\_

PA DEPT. OF STATE

JAN 25 1996  
M. DURR COMPANY, PHILADELPHIA  
1-800-533-8113

DEC 07 1998

Microfilm Number

Filed with the Department of State on

Entity Number

2618575

ACTING

Secretary of the Commonwealth

## ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev. 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is:

Cellular Rentals, Inc.

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 900 McCormick Road	Mechanicsburg, PA	17055	Cumberland
Number and Street	City State	Zip	County

(b) c/o:

Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_ The surviving corporation is a qualified foreign business corporation incorporated under the laws of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)					
Number and Street	City	State	Zip	County	

(b) c/o:

Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

(C) - 7



Name of Corporation      Address of Registered Office or Name of Commercial Registered Office Provider  
County

Cellular Rentals, Inc.      900 McCormick Road      Mechanicsburg, PA 17055  
Cumberland County

New York Teleconnect, Inc. (not qualified to do business in Pennsylvania)

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

☐ The plan of merger shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
Cellular Rentals, Inc.	"Adopted by the directors and shareholders pursuant to 15 Pa.C.S. § 1924(a)."

6. ~~(Strike out this paragraph if the plan of merger is adopted by the foreign business corporation or each of the foreign business corporations party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.)~~ The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street      City      State      Zip      County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 10th day of November, 1998.

(Name of Corporation)

Cellular Rentals, Inc.

*Karis Hagan* BY: (Signature)

*President* TITLE:

New York Teleconnect, Inc.

*Chad Hagan* (Name of Corporation) BY: (Signature)

*President* TITLE:

DSCB:15-1926 (Rev 90)-3

Department of State  
Corporation Bureau  
P.O. Box 8722  
Harrisburg, PA 17105-8722

**Instructions for Completion of Form:**

- A. One original of this form is required. The form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$108 plus \$28 additional for each party in addition to two, made payable to the Department of State. PLEASE NOTE: A separate check is required for each form submitted.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Three copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
  - (2) Three copies of a completed form DSCB:15-134A (Docketing Statement), with respect to the new corporation resulting from a consolidation, unless the new corporation is a nonqualified foreign corporation.
  - (3) Any necessary copies of form DSCB:17.2 (Consent to Appropriation of Name) or form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name, and the change in name shall contain a statement of the complete new name.
  - (4) Any necessary governmental approvals.
- D. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- E. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation

## PLAN OF MERGER

\*\*\*\*\*

FIRST: (a) The name of each constituent corporation is as follows:

New York Teleconnect, Inc.  
Cellular Rentals, Inc.

(b) The name of the surviving corporation is Cellular Rentals, Inc. and following the merger its name shall be Cellular Rentals, Inc.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
New York Teleconnect, Inc.	Common 1,000	common	
Cellular Rentals, Inc.	Voting common 1,000	voting common	

THIRD: The terms and conditions of the merger are as follows: There are two shareholders (collectively, "Shareholders" and individually, "Shareholder") of issued and outstanding shares of common stock of New York Teleconnect, Inc. Each Shareholder owns five-hundred shares of common stock of New York Teleconnect, Inc. At the effective date of the merger, by virtue of the merger and without any action on the part of the constituent corporations or the surviving corporation, each of the issued and outstanding shares of common stock of New York Teleconnect, Inc. shall be canceled and each Shareholder of New York Teleconnect, Inc. shall receive one fully paid and nonassessable share of voting common stock of Cellular Rentals, Inc. No other property, shares, other securities or consideration of any type will be distributed or issued in connection with or as a result of the merger.

FOURTH: There are no amendments or changes in the certificate of incorporation of the surviving corporation, Cellular Rentals, Inc.

FIFTH: The by-laws of the surviving corporation, Cellular Rentals, Inc., are confirmed.

SIXTH: This Plan of Merger shall become effective immediately upon compliance with the laws of the states of Pennsylvania and New York (hereinafter called the "Effective Date").

SEVENTH: The separate corporate existence of New York Teleconnect, Inc. shall cease forthwith upon the Effective Date.

EIGHTH: Cellular Rentals, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving consolidated corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is Cellular Rentals, Inc., 900 McCormick Road, Mechanicsburg, Pennsylvania 17055. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

DATE OF ADOPTION

New York Teleconnect, Inc.

11 / 2, 1998

Cellular Rentals, Inc.

11 / 2, 1998

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan of Merger to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed.

ATTEST:

Karis Hazam  
Karis Hazam, Secretary

New York Teleconnect, Inc.

By: Chad Hazam  
Chad Hazam, President

ATTEST:

Dave Hill  
Dave Hill, Secretary

Cellular Rentals, Inc.

By: Karis Hazam  
Karis Hazam, President

(Corporate Seal)

\\DATA\USER\TREYNOLD\HAZAM\MERG.PLN

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JUL 22 1999

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number 2618575Secretary of the Commonwealth JK

**ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION**  
**DSCB:15-1926 (Rev 90)**

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Cellular Rentals, Inc.

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 525 South 29th Street, Harrisburg, Pennsylvania 17104 Dauphin  
 Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
 Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_

\_\_\_\_\_  
 Number and Street City State Zip County

PA DEPT. OF STATE

JUL 22 1999  
 (PA. - 1424 - 11/1/93)

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation      Address of Registered Office or Name of Commercial Registered Office Provider      County

Metro Teleconnect, Inc. (not qualified to do business in Pennsylvania)

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

☐ The plan of merger shall be effective on \_\_\_\_\_ at \_\_\_\_\_  
Date      Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation

Manner of adoption

Cellular Rentals, Inc.

Adopted by the directors and shareholders pursuant to 15 Pa. C.S. section 1924(a).

6. ~~X Strike out this paragraph if no foreign corporation is a party to the merger.~~ The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 13 day of April, 1999.

Cellular Rentals, Inc.

(Name of Corporation)

BY: Karis Hazam

(Signature)

TITLE: President (Karis Hazam)

Metro Teleconnect, Inc.

(Name of Corporation)

BY: Kenneth W. Cox

(Signature)

TITLE: President (Kenneth Cox)



# PLAN OF MERGER

\*\*\*\*\*

FIRST: (a) The name of each constituent corporation is as follows:

Metro Teleconnect, Inc.  
Cellular Rentals, Inc.

(b) The name of the surviving corporation is Cellular Rentals, Inc. and following the merger its name shall be Cellular Rentals, Inc.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Metro Teleconnect, Inc.	1,000	common	
Cellular Rentals, Inc.	Voting common 1,000	voting common	

THIRD: The terms and conditions of the merger are as follows: There is one shareholder ("Shareholder") of issued and outstanding shares of common stock of Metro Teleconnect, Inc. At the effective date of the merger, by virtue of the merger and without any action on the part of the constituent corporations or the surviving corporation, each of the issued and outstanding shares of common stock of Metro Teleconnect, Inc. shall be canceled and Shareholder shall receive one-thousand (\$1,000) dollars for Shareholder's shares in Metro Teleconnect, Inc. No other property, shares, other securities or consideration of any type will be distributed or issued in connection with or as a result of the merger.

FOURTH: There are no amendments or changes in the certificate of incorporation of the surviving corporation, Cellular Rentals, Inc.

FIFTH: The by-laws of the surviving corporation, Cellular Rentals, Inc., are confirmed.

SIXTH: This Plan of Merger shall become effective immediately upon compliance with the laws of the states of Pennsylvania and Maryland (hereinafter called the "Effective Date").

SEVENTH: The separate corporate existence of Metro Teleconnect, Inc. shall cease

forthwith upon the Effective Date.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

DATE OF ADOPTION

Metro Teleconnect, Inc.

3/29, 1999

Cellular Rentals, Inc.

3/29, 1999

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan of Merger to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed.

ATTEST:

Metro Teleconnect, Inc.

Tracey Morgan  
Tracey Morgan, Secretary

By: Kenneth W. Cox  
Kenneth Cox, President

(Corporate Seal)

Dave Hill  
Dave Hill, Secretary

Cellular Rentals, Inc.

By: Karis Hazam  
Karis Hazam, President

(Corporate Seal)

200026-710

MAR 30 2000

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number 2618575Secretary of the Commonwealth  
JKARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Cellular Rentals, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 900 McCormick Road, Mechanicsburg, Pennsylvania 17055, Cumberland  
 Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa. C. S. § 1306

4. The date of its incorporation is: January 25, 1995

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
 Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is changed to Metro Teleconnect  
Companies, Inc, and the Registered Office is changed to  
2150 Herr Street, Harrisburg, Pennsylvania 17103, Dauphin County

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

MAR 30 2000

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersedes the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28<sup>th</sup> day of March, 2000.

Cellular Rentals, Inc.

(Name of Corporation)

BY:

Madhavan

(Signature)

TITLE:

President

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
METRO TELECONNECT COMPANIES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA HAS BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 2ND  
day of MARCH A.D. 2001 and of  
the Independence of the United States the two  
hundred and 25TH



*Jesse White*

Secretary of State

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

This space for use by  
Secretary of State

MAR 2 - 2001

JESSE WHITE  
SECRETARY OF STATE

Date 03/02/01  
License Fee \$         
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$         
Approved: AL 100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Metro Teleconnect Companies, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:       

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Pennsylvania

(b) Date of Incorporation: January 25, 1996

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 2150 Herr Street, Harrisburg,

(b) Address of principal office in Illinois:  
(if none, so state) None

Pennsylvania 17103

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street

Number

Street

Suite #

Chicago

City

60604

ZIP Code

Cook

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

See attached list of jurisdictions where now qualified.

6150-2912 Residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>See attached list of officers</u>			
Secretary	<u>      </u>			
Director	<u>      </u>			
Director	<u>      </u>			
Director	<u>      </u>			

If more than 3, attach list

(644) ✓

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

To provide telecommunication services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Pennsylvania Business Corporation Law of 1988 and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares	Number of Shares
			Authorized	Issued
COMMON	Voting	No par value	10,000	20
COMMON	Non-Voting	No par value	10,000	980

9. Paid-in Capital: \$ 1,000 . 238072  
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 848,194.14
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 20,153,849.45
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ .5 million

11. Interrogatories: (Important— this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:  
Office: 2150 Herr Street, Harrisburg, Pennsylvania 17103.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 2/20 01 Metro Teleconnect Companies, Inc.  
(Month & Day) (Year) (Exact Name of Corporation)

attested by [Signature] by [Signature]  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Dave Hill, Secretary Chad Hazam, President  
(Type or Print Name and Title) (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Appendix to Illinois  
Application for Certificate of Authority to Transact Business in Illinois

**Officers and Directors of  
Metro Teleconnect Companies, Inc.**

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- ✓ 1. Chad Hazam, President and Director  
900 McCormick Road  
Mechanicsburg, PA 17055
- 2. Karis Hazam, Vice-President and Director  
900 McCormick Road  
Mechanicsburg, PA 17055
- ✓ 3. Dave Hill, Secretary and Director  
1650 Nottingham Road  
Hummelstown, PA 17036



Appendix to Illinois  
Application for Certificate of Authority to Transact Business in Illinois

**Jurisdictions Where Now Admitted or Qualified for  
Metro Teleconnect Companies, Inc.**

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States where qualified: Connecticut, Delaware, D.C., Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and West Virginia. U.S. Territories where qualified: Puerto Rico.